

# **EXHIBIT E**

**Justina K. Sessions**

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**From:** Justina K. Sessions  
**Sent:** Wednesday, June 22, 2016 9:38 AM  
**To:** Ronnie Spiegel; Jeniphr Breckenridge (Jeniphr@hbsslaw.com)  
**Subject:** Auto Parts MDL - Subpoena to Honda

Ronnie and Jeniphr,

Below is Honda's message to the serving parties regarding a proposed compromise on the MDL subpoena and motion to compel. Please distribute to the serving parties' counsel group as appropriate.

Counsel,

Please treat the information in this message as Outside Counsel's Eyes Only. Also, please do not share the contents of this message with counsel for other OEMs without checking with me first.

At the end of our last call, you asked me to put in writing Honda's proposal regarding a compromise document and data production that might moot the motion to compel. As you'll recall, Honda has already produced a significant amount of documents and data concerning Honda's purchases of component parts and the procurement process—including all materials maintained in the ordinary course of business that Honda produced to the DOJ in connection with concluded investigations. Honda has also produced the MSRP and dealer-invoice prices for US vehicles (and associated D&H, etc.) for approximately the past 20 years.

We have had several conversations over the past few months, during which I provided you with details concerning Honda's investigation and the documents and data that Honda does and does not maintain. Honda would like to resolve this dispute as quickly and efficiently as possible, while taking account of Honda's already-significant document production and efforts to cooperate with you all.

To that end, Honda is willing to do the following in an effort to resolve the motion to compel (and the Special Master's order regarding depositions). We are of course willing to discuss further at your convenience.

Parts purchase data

As Honda has already made a significant production of parts purchase data, we still do not have a good idea of what (if any) additional parts purchase data the serving parties seek. We remain willing to meet and confer concerning what if any additional parts purchase data the serving parties would like from Honda, but do not have a specific offer to make now as our production is already extensive.

Aggregate part cost data

Honda is willing to produce the "cost by ship" data that purchasing provides to accounting and manufacturing prior to mass production. This data includes the total anticipated outsource cost for a new vehicle/major model change. Manufacturing and accounting do not receive a more-detailed breakdown of parts costs as part of the price-setting process. Honda will produce this information for US-manufactured vehicles, for as far back in time as Honda has the information readily accessible.

Manufacturing price

Honda is willing to produce the quarterly quotations that Honda manufacturing provides to American Honda Motor Company. Every vehicle transferred from a US factory to American Honda Motor Company during a given quarter will be sold at the quotation price. Thus, this data gives the serving parties the price at which each vehicle was sold to American Honda Motor Co. Honda is also willing to produce the backup data for these quotations (which, in general,

describe what makes up the manufacturing price). Honda will produce this information for US-manufactured vehicles, for as far back in time as Honda has the information readily accessible.

American Honda price-setting

Honda has already produced the prices at which Honda sold vehicles to dealers and the MSRP. As we discussed on the phone, Honda has also made an extensive search for documents that summarize the process by which American Honda sets these prices, but has not located any. Honda is willing to provide a 30(b)(6) witness to testify regarding the process by which Honda sets dealer-invoice/MSRP. Provided, however, that Honda will provide this witness for deposition only once, so this deposition would cover class-certification and merits issues. Honda also envisions this deposition as discovery in lieu of document production, not in addition to document production.

End-purchaser data

As I mentioned on the phone, the only data in Honda's possession, custody, or control comes from the dealers (either by reporting or from their DMS systems). We believe that the limited data that Honda has regarding end-purchase prices is duplicative of what the parties have received from the dealers themselves and from the DMS vendors. If the serving parties believe that Honda has non-duplicative information—and if the dealers consent to Honda's production of their data—then Honda is willing to meet and confer with the serving parties about making a non-duplicative production.

I look forward to discussing this with you all, and I'll see you in Detroit tomorrow.

Regards,  
Justina

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**Justina K. Sessions**

Attorney at Law

**KEKER & VAN NEST LLP**

415 676 2293 direct | vCard | jsessions@kvn.com  
633 Battery Street, San Francisco, CA 94111-1809 | 415 391 5400 main | kvn.com